

UNITED STATES
RAILWAY LEASING COMPANY

2200 EAST DEVON AVENUE • DES PLAINES, ILLINOIS 60018 • (312) 297-3200

October 7, 1975

RECORDATION NO. 8071-13 Filed & Recorded

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INTERSTATE COMMERCE COMMISSION

Bank of America National
Trust and Savings Association
("Trustee") as Trustee under
Equipment Trust Agreement
dated as of September 1, 1975,
("Equipment Trust Agreement")
555 California Street
San Francisco, California

Dear Sirs:

Notwithstanding anything to the contrary contained in the Equipment Trust Agreement or the Assignment, as an inducement to Purchasers to purchase the Trust Certificates the undersigned hereby agree not to terminate the Existing Lease or any Approved Lease without the prior written approval of the holders of 66-2/3% of the aggregate unpaid principal amount of the outstanding Trust Certificates, it being understood that such approval will not be unreasonably withheld; noncompliance by the undersigned shall constitute an Event of Default under Section 5.01 of the Equipment Trust Agreement.

The terms used in this letter which are defined in the Equipment Trust Agreement shall have the meanings specified therein unless the context hereof otherwise requires or unless such terms are otherwise defined herein.

Very truly yours,

UNITED STATES RAILWAY LEASING COMPANY

By: Donald Desimone

UNITED STATES RAILWAY EQUIPMENT CO.

By: Donald Desimone

U. S. RAILWAY MFG. CO.

By: Donald Desimone

Accepted by:

BANK OF AMERICA NATIONAL
TRUST & SAVINGS ASSOCIATION

By: W. J. Burt

State of California)
City and County of San Francisco) ss.:

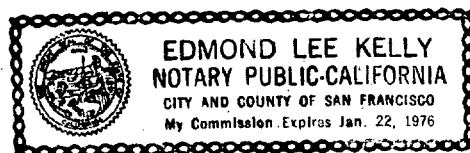
On this 7th day of October, 1975 before me personally appeared
M. J. BARRETT, to me personally known, who, being by me duly sworn,
says that he is a Trust Officer of BANK OF AMERICA NATIONAL TRUST AND
SAVINGS ASSOCIATION, that one of the seals affixed to the foregoing
instrument is the corporate seal of said national banking association,
that said instrument was signed and sealed on behalf of said national
banking association by authority of its Board of Directors and he
acknowledged that the execution of the foregoing instrument was the
free act and deed of said corporation.

(Notarial Seal)

Edmond Lee Kelly
Notary Public

My Commission expires:

1/22/76



State of California)
City and County of San Francisco) ss.:

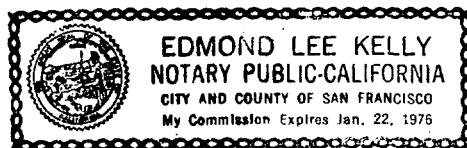
On this 7th day of October, 1975, before me personally appeared
Donald Perimini, to me personally known, who, being by me duly sworn,
says that he is a Treasurer of UNITED STATES RAILWAY LEASING COMPANY,
that the seal affixed to the foregoing instrument is the corporate seal
of said corporation, that said instrument was signed and sealed on behalf
of said corporation by authority of its Board of Directors and he
acknowledged that the execution of the foregoing instrument was the free
act and deed of said corporation.

(Notarial Seal)

Edmond Lee Kelly
Notary Public

My Commission expires:

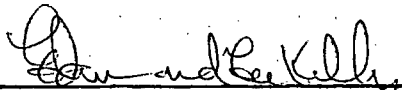
1/22/76



State of California)
City and County of San Francisco) ss.:

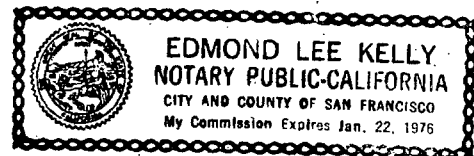
On this 7th day of October, 1975, before me personally appeared Donald Primini, to me personally known, who, being by me duly sworn, says that he is a Treasurer of UNITED STATES RAILWAY EQUIPMENT CO., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)


Notary Public

My Commission expires:


1/22/76



State of California)
City and County of San Francisco) ss.:

On this 7th day of October, 1975, before me personally appeared Donald Primini, to me personally known, who, being by me duly sworn, says that he is a Treasurer of U. S. RAILWAY MFG. CO., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that the said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)


Notary Public

My Commission expires:

1/22/76

